

Defendants.

## JURY TRIAL DEMANDED

2. Plaintiff's claims fail under the demanding requirements of the Private Securities Litigation Reform Act ("PSLRA") and settled Supreme Court and Seventh Circuit precedent.

3. Under settled Seventh Circuit law, Plaintiff lacks standing to bring claims based on statements made after June 5, 2009, because it did not purchase Boeing stock after that date. Accordingly, the Court need not consider any such statements.

4. Plaintiff's Section 10(b) claim also should be dismissed for the independent reason that Plaintiff fails to plead its claim in accordance with the requirements of the PSLRA and applicable precedent. Plaintiff's allegations of fraud are based on investigation of counsel and are equivalent to allegations made on information and belief. The PSLRA thus requires Plaintiff to "state with particularity all facts on which that belief is formed." 15 U.S.C. § 78u-4(b)(1). The Amended Complaint fails to do so. The Amended Complaint also relies on "forward-looking statements" and "puffery," neither of which are actionable under the PSLRA and Seventh Circuit precedent. Because Plaintiff relies upon non-actionable forward looking statements and puffery and fails to plead its allegations of fraud with particularity, Plaintiff's Section 10(b) claims should be dismissed.

5. Plaintiff's Section 10(b) claim should also be dismissed for the independent reason that Plaintiff has failed to allege with particularity facts sufficient to support, as the PSLRA requires, a "strong inference" that any of the Defendants made any alleged false or misleading statement or omission with scienter (intent to defraud).

6. Finally, Plaintiff's claim for "control person" liability against each Defendant under Section 20(a) of the Securities Exchange Act should be dismissed because these claims are derivative of the Section 10(b) claims and, as set forth above, Plaintiff has not stated a claim for primary liability under Section 10(b).

WHEREFORE, Defendants respectfully request that the Court dismiss the Amended Complaint in its entirety, with prejudice.

Dated: March 25, 2010

Respectfully submitted,

/s/ Mark Filip

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Mark Filip  
KIRKLAND & ELLIS LLP  
300 North LaSalle Street  
Chicago, Illinois 60654  
Tel. (312) 862-2000  
Fax (312) 862-2200  
mark.filip@kirkland.com

John A. Eisenberg  
KIRKLAND & ELLIS LLP  
655 Fifteenth Street, N.W.  
Washington, D.C. 20005  
Tel. (202) 879-5000  
Fax (202) 879-5200  
john.eisenberg@kirkland.com

*Attorneys for Defendants The Boeing Company,  
W. James McNerney, Jr. and Scott E. Carson*

**CERTIFICATE OF SERVICE**

I hereby certify that on March 25, 2010, I caused a true and complete copy of **DEFENDANTS' MOTION TO DISMISS PLAINTIFF'S CLASS ACTION COMPLAINT PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 12(B)(6)** to be served on counsel of record by ECF with courtesy copy via e-mail, and additional counsel noted below via overnight mail with courtesy copy via e-mail:

Lori A. Fanning MILLER LAW LLC 115 S. LaSalle Street Suite 2910 Chicago, Illinois 60603 Tel. (312) 332.3400 Fax. (312) 676-2676 lfanning@millerlawllc.com	Thomas E. Egler COUGHLIN STOIA GELLER RUDMAN & ROBBINS LLP 655 West Broadway Suite 1900 San Diego, California 92101-3301 Tel. (619) 231-1058 Fax. (619) 231-7423 tome@csgrr.com
Deborah R. Gross Robert P. Frutkin LAW OFFICES OF BERNARD M. GROSS, P.C. Wanamaker Building Suite 450 100 Penn Square East Philadelphia, Pennsylvania 19107 Tel. (215) 561-3600 Fax. (215) 561-3000 debbie@bernardmgross.com rpf@bernardmgross.com	Samuel H. Rudman David A. Rosenfeld COUGHLIN STOIA GELLER RUDMAN & ROBBINS LLP 58 South Service Road Suite 200 Melville, New York 11747 Tel. (631) 367-7100 Fax. (631) 367-1173 SRudman@csgrr.com DRosenfeld@csgrr.com
<b><u>VIA OVERNIGHT MAIL</u></b>  Michael J. Vanoverbeke Thomas C. Michaud VANOVERBEKE MICHAUD & TIMMONY, P.C. 79 Alfred Street Detroit, Michigan 48201 Tel. (313) 578-1200 Fax. (313) 578-1201 mvanoverbeke@vmtlaw.com tmichaud@vmtlaw.com	Marvin A. Miller MILLER LAW LLC 115 S. LaSalle Street Chicago, Illinois 60603 Tel. (312) 332-3400 Fax. (312) 676-2676 Mmiller@millerlawllc.com

/s/ Mark Filip

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